

ARTICLES OF INCORPORATION
OF
A RISING TIDE – THE GREATER KANSAS CITY
HEALTH CARE FOUNDATION

(A Missouri nonprofit public benefit corporation)

I, the undersigned, being a natural person of the age of eighteen (18) years or more, for the purpose of forming a corporation pursuant to the Missouri Nonprofit Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I
NAME

The name of the Corporation is “A Rising Tide – The Greater Kansas City Health Care Foundation”.

ARTICLE II
PUBLIC BENEFIT CORPORATION

The Corporation is a public benefit corporation.

ARTICLE III
REGISTERED AGENT

The address of the registered office in the State of Missouri is 2306 E. Meyer Blvd, Ste B-21, Kansas City, MO 64132, and the name of the registered agent at such address is Thomas J. Langenberg.

ARTICLE IV
INCORPORATOR

The name and address of the sole incorporator is as follows:

Paul C. Wilson
Supreme Court Building
P.O. Box 899
Jefferson City, MO 65102

ARTICLE V
MEMBERS

The Corporation shall have no members.

ARTICLE VI
BOARD OF DIRECTORS

6.1 The Board of Directors has the power and authority to supervise, control, direct and manage the property, affairs and activities of the Corporation. The bylaws fix the number of Directors and the method by which they are selected, but the number must not be fewer than three. The bylaws establish the manner of electing or appointing Directors and their respective terms.

6.2 The initial directors of the Board of Directors of the Corporation shall be:

Paul C. Wilson
Supreme Court Building
P.O. Box 899
Jefferson City, MO 65102

Paul Maguffee
Supreme Court Building
P.O. Box 899
Jefferson City, MO 65102

Thomas J. Langenberg
2306 E. Meyer Blvd, Ste B-21
Kansas City, MO 64132

ARTICLE VII
PURPOSES

7.1 The purposes for which the corporation is organized are to operate exclusively for the following religious, charitable, scientific, literary, and educational purposes, by engaging directly in the support of these purposes, and by making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (including any amendments that may be made from time to time) (hereinafter the “Code”) for use by these organizations in support of these purposes; and, except as herein restricted, to engage in any and all lawful activities incident to, and in furtherance of, the following specific purposes:

(a) To engage in, fund, carry on, conduct or take part in programs, projects and services designed to improve, protect and/or restore individual, community and public health in order to achieve as outcomes improvements in access to, and the quality of, health care and the overall health both of individuals, particularly those who are medically indigent or underserved, and communities as a whole in the area formerly served by the Health Midwest system;

To engage in, fund, carry on, conduct or take part in educational and training
(b) programs and courses of instruction in the field of medicine and preventive medicine and in nursing and in the regulation, diagnosis, treatment and care of diseases, disorders, maladjustments and abnormalities of the human body; and

To engage in, fund, carry on, conduct or take part in any and all of the
(c) foregoing to promote or assist in promoting the good health of the community and the encouragement of providing means and facilities for such purposes.

The Corporation is established to pursue the aforementioned purposes in Kansas City,

7.2

Missouri, and Jackson, Cass, and Lafayette Counties in Missouri ("the Missouri Service Area"), and in Johnson, Wyandotte, and Allen Counties in Kansas ("the Kansas Service Area"). A programmatic expense that is intended to have its primary effect or benefit in either the Missouri Service Area or the Kansas Service Area is authorized notwithstanding that such expenditure will or may have secondary or incidental effect or benefit outside these Service Areas.

ARTICLE VIII

NONPROFIT

8.1 The corporation has all the powers conferred upon nonprofit corporations by the Nonprofit Corporation Act of the State of Missouri (as it now exists and as it may be amended), except that the corporation may not have or exercise any power, or engage directly or indirectly in any activity, that could invalidate its status as a corporation which is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code or as a corporation, contributions to which are deductible under Section 170(c)(2) of the Code. Without limiting the general grant of all powers conferred by law in the prior sentence, the Corporation shall have the following specific power to solicit and receive, for corporate purposes only, gifts, grants and contributions of any kind of property or interest therein, whether real, personal or mixed.

8.2 No part of the net earnings or property of the Corporation may inure to the benefit of or be distributable to any private shareholder or individual (within the meaning of Code Section 501(c)(3)), including without limitation the Corporation's directors or officers, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purpose.

8.3 No substantial part of the activities of the Corporation may consist of carrying on propaganda or otherwise attempting to influence legislation, provided that such restriction shall not be construed to prohibit the Corporation from interacting with, reporting to, educating, or advising the General Assembly with respect to matters within the purposes and expertise of the Foundation if such conduct is permitted by the Code and regulations and rules promulgated thereunder.

8.4 The Corporation may not, directly or indirectly, participate in, or intervene in (including publication or distribution of any statement), any political campaign on behalf of or in opposition to any candidate for public office.

8.5 The Corporation shall not operate for the purpose of carrying on a trade or business for profit.

8.6 The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Code. Further, the corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, nor retain any excess business holdings as defined in Section 4943(c) of the Code, nor make any investments in such manner as to incur tax liability under Section 4944 of the Code, nor make any taxable expenditures as defined in Section 4945(d) of the Code.

8.7 It is the policy of the Corporation to subject itself to the provisions of Mo. Rev. Stat. Chapter 610, as amended, the regulations promulgated pursuant thereto, or the corresponding provision of any applicable future law or regulations related to the same subject matter (collectively, "Chapter 610") as though the Corporation were a public governmental body (as that term is defined in Chapter 610) insofar as they can be made applicable and are not otherwise inconsistent with the Corporation's Articles or these By-Laws; provided that no action of the Corporation can be invalidated for having failed to abide by the provisions of Chapter 610; provided further that neither the corporation nor any of its directors, officers, employees or agents shall be liable for any monetary damages or civil fines for violation of Chapter 610; and provided further that, in addition to those matters listed in Chapter 610, the corporation is authorized to close meetings, records and votes to the extent that they relate to (a) investment decisions or investments (including the purchase or sale of any properties or securities) made by the corporation, (b) the processes of the Board and Community Advisory Committee in identifying qualified individuals to be nominated to fill board vacancies and staff positions, and (c) the deliberative process relating to the corporation's grant award activities. The Attorney General of the State of Missouri will have the exclusive authority to enforce this provision.

ARTICLE IX

DISSOLUTION

Upon the dissolution of the Corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the corporation exclusively for religious, charitable, scientific, literary, or educational purposes, either by direct distribution or by distribution to one or more organizations qualified under section 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of by the Circuit Court in the county in the State of Missouri in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for the purposes set forth herein. Any distributions pursuant to a dissolution will be made, to the

extent possible, in a manner that avoids the tax under section 507 of the Code. Any distributions pursuant to article shall be for the purposes set forth in Article VII.

ARTICLE X

AMENDMENTS; CERTAIN ACTIONS

Until March 31, 2006, the Articles of Incorporation and Bylaws of the corporation may only be amended with the written consent of the Attorney General of the State of Missouri. Thereafter, the Articles and Bylaws may only be amended by a vote of at least two-thirds of the directors then in office. Notwithstanding the foregoing, (i) no provision of the Articles or Bylaws which describes or relates to the applicability of the Sunshine Law or the composition or function of the Community Advisory Committee may be amended except with the approval of the Attorney General, and (ii) no provision of the Articles or Bylaws requiring a super majority vote for any action may be adopted or amended without the vote of at least that number of directors that would be required to take the action referred to in the provision in question. Notwithstanding anything in this article to the contrary, at any time a majority of the directors then in office may amend these Articles of Incorporation without the consent of the Attorney General for the sole purpose of changing the name of the Corporation.

ARTICLE XI

COOPERATION WITH OTHER ORGANIZATION(S)

The corporation is encouraged to cooperate with the Kansas Foundation created pursuant to the Memorandum of Understanding between Health Midwest and the Attorney General of the State of Kansas dated March 13, 2003, for example, (a) by forming a joint committee of directors to review and make recommendations relative to metropolitan-wide grant making that would give due consideration both to the urban core, including, without limitation, those portions of Wyandotte County, Kansas, and Jackson County, Missouri, and to indigent care needs throughout the greater Kansas City Metropolitan area; (b) by participating in a joint metropolitan-wide community needs assessment process; and (c) by sharing of staff and resources.

ARTICLE XII

EXPENDITURES

The board will be vested with the responsibility of expending foundation resources for the general purposes set forth above and for the specific needs and in the specific areas identified by initial and ongoing community needs assessment processes as developed by the board. The board is free to expend so much of the net appreciation, realized and unrealized, in the fair market value of its assets over the historic dollar value of its assets as set forth in the Investment Guidelines for Eleemosynary Funds (Section 402.010, R.S.Mo., et seq.). Any expenditures in

excess of this amount will require the vote of at least that number of directors which equals two-thirds of the directors in office. This supermajority requirement shall not apply to any expenditures required by the Code (including, without limitation, the minimum distribution requirements of Code Section 4942) or any other distribution required by federal, state or local law.

ARTICLE XIII
EFFECTIVE DATE

The effective date of this document is the date it is filed with the Secretary of State of Missouri.

IN AFFIRMATION OF THE FACTS STATED ABOVE, I HAVE HEREUNTO SUBSCRIBED MY NAME AS OF THE ____ DAY OF _____, 2003.

Signed by Incorporator(s):

Paul C. Wilson

STATE OF MISSOURI)
) SS.
COUNTY OF COLE)

On this ____ day of _____, 2003 before me, _____, a Notary Public, in and for the State of Missouri, personally appeared Paul C. Wilson, who being by me duly sworn, declared that he is the person who signed the foregoing documents as incorporator, and that the statements contained therein are true.

Notary Public

My commission expires:
